ARTICLES OF INCORPORATION

of

UNIVERSITY RESEARCH PARK, INCORPORATED

These Articles of Incorporation are executed for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes without stock and not for profit.

ARTICLE 1. Name. The name of the Corporation is University Research Park, Incorporated.

ARTICLE 2. Period of Existence. The period of existence of this Corporation shall be perpetual.

ARTICLE 3. Purposes and Powers. The purposes for which the Corporation is formed are as follows:

A. Subject to the limitations herein, the Corporation is organized and shall be operated exclusively for the benefit of the University of Wisconsin-Madison, Madison, Wisconsin.

B. The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes, and in furtherance of such purposes shall have the power:

(1) To acquire by gift, bequest, devise, or otherwise real property or personal property or both, and/or all things of value for the benefit of the University of Wisconsin-Madison; and to hold, administer, use, or distribute the same for the benefit of the University of Wisconsin-Madison;

(2) To promote, encourage, and aid scientific investigation, research, technological advancement, and educational opportunities at the University of Wisconsin-Madison;

(3) To promote, encourage, and aid in the mutual transfer and/or application of scientific investigation, research, technological advancement, and educational opportunities produced at the University of Wisconsin-Madison and scientific investigation,
research, technological advancement, and educational opportunities produced by industry, business, and government;

(4) To pay out and distribute the Corporation's funds to the University of Wisconsin-Madison for scientific investigation, research, technological advancement, and educational opportunities at said University, at such times and in such amounts as shall be in the sole discretion of the Board of Trustees;

(5) To create subsidiary corporations to aid or assist the Corporation in the furtherance of its activities incidental to the foregoing purposes except as limited herein or by law; and

(6) To engage in any and all lawful activities incidental to the foregoing purposes except as limited herein or by law.

C. The Corporation shall at all times be operated solely in connection with the University of Wisconsin-Madison.

D. It is intended that the Corporation shall have and continue to have the status of a corporation, which is exempt from federal and state income taxation.

E. The Corporation shall be without capital stock and no dividends or pecuniary profits shall be declared, paid to, or inure to the benefit of the Trustees in their private capacity.

ARTICLE 4. Principal Office. The principal office of the Corporation is located in Dane County, Wisconsin, and the address of such principal office is 610 Walnut Street, 1265 WARF Building, Madison, Wisconsin 53705.1,2

ARTICLE 5. Registered Agent. The name of the initial registered agent is Mark D. Bugher.1,3

ARTICLE 6. Address of Registered Agent. The address of the initial registered agent is 610 Walnut Street, 1265 WARF Building, Madison, Wisconsin 53705.1,2

ARTICLE 7. Trustees. The number of Trustees of the Corporation shall be not less than five (5). Trustees shall be elected as provided in the By-Laws.

The names and addresses of the initial Trustees are:

Irving Shain - 500 Lincoln Drive, 158 Bascom Hall
Madison, Wisconsin  53706

Donald L. Evans - 6409 Odana Road
Madison, Wisconsin  53711

James R. Morgan - 335 West Wilson Street
Madison, Wisconsin 53703

Joel Skornicka - 702 Langdon Street
Madison, Wisconsin  53706

William D. Knox - 28 Milwaukee Avenue West
Fort Atkinson, Wisconsin  53538

ARTICLE 8. Members. The Corporation shall have no members.

ARTICLE 9. Dissolution. In case of the dissolution of the Corporation, the Trustees, after paying or making provision for payment of all of the liabilities of the Corporation, shall distribute all assets of the Corporation exclusively for the aforesaid purposes of the Corporation, as the Trustees shall determine, to the University of Wisconsin-Madison, or to such organization or organizations, including trusts, organized, and operated exclusively for charitable, educational, or scientific purposes, that shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, upon the condition that such organization or organizations receiving such distributions shall apply and devote such assets exclusively for the benefit of the University of Wisconsin-Madison for the aforesaid purposes of the Corporation, provided however, that any transfer or disposition of such net assets shall be subject to the execution and performance of any trust under which its property or any part thereof may have been received or may be held.

Notwithstanding the foregoing, if the Trustees determine that distribution to or for the benefit of the University of Wisconsin-Madison would ultimately result in expenditures not in accordance with the scientific investigation, research, technological advancement, and educational opportunity purposes set forth in Article 3 hereof, the Trustees are empowered to distribute all assets of the Corporation to any 501(c)(3) organization, which is able to carry out such purposes, whether or not such 501(c)(3) organization is operated exclusively for the benefit of the University of Wisconsin-Madison.
ARTICLE 10. **Incorporator.** The incorporator of the Corporation is Wayne F. McGown, 1265 WARF Office Building, 610 Walnut Street, University of Wisconsin-Madison, Madison, Wisconsin 53705.¹

ARTICLE 11. **Amendments.** These Articles of Incorporation may be amended upon a two-thirds (2/3) vote of the Trustees, but no such amendment shall substantially change the purpose of the Corporation or the provisions of Article 9 hereof.

Executed in duplicate on this 30th day of August, 1984.

Wayne F. McGown
Name of Incorporator

STATE OF WISCONSIN )
COUNTY OF DANE ) ss.

Personally came before me this 30th day of August, 1984, the aforementioned incorporator, Wayne F. McGown, to me known to be the person who executed the foregoing instrument and acknowledged the same.

(Notarial Seal)

Thomas D. Zilavy
Notary Public
State of Wisconsin
My Commission: is permanent.

This document was drafted by
Thomas D. Zilavy

¹ Amended by resolution dated September 25, 1991.